

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

LEHMAN BROTHERS HOLDINGS INC., *et al.*,
Debtors.

Chapter 11

Case No. 08-13555 (JMP)
(Jointly Administered)

In re

LEHMAN BROTHERS INC.,
Debtor.

Case No. 08-01420 (JMP) SIPA

**DECLARATION OF EMIL A. KLEINHAUS IN SUPPORT OF
JPMORGAN'S MOTION TO STRIKE**

Emil A. Kleinhaus, pursuant to 28 U.S.C. § 1746, declares as follows:

1. I am a partner at the law firm of Wachtell, Lipton, Rosen & Katz, counsel for JPMorgan Chase Bank, N.A. (“JPMorgan”), the claimant named in the *Objection to Portions of Proofs of Claim No. 66462 Against Lehman Brothers Holdings Inc. and No. 4939 Against Lehman Brothers Inc. of JPMorgan Chase Bank, N.A. Regarding Triparty Repo-Related Losses* (the “Objection”). As an attorney admitted to practice before this Court, and one of the attorneys appearing for JPMorgan in this claims objection proceeding, I respectfully submit this declaration to provide the Court true and correct copies of certain documents listed below that are referenced in JPMorgan’s memorandum of law in support of JPMorgan’s motion to strike portions of the Objection.

2. Annexed hereto as Exhibit A is a copy of the Clearance Agreement, dated June 15, 2000, between Lehman Brothers Inc. (“LBI”) and The Chase Manhattan Bank.

3. Annexed hereto as Exhibit B is a copy of proof of claim number 66462 against Lehman Brothers Holdings Inc. (“LBHI”) and, as an exhibit thereto, proof of claim number 4939 against LBI.

4. Annexed hereto as Exhibit C is a copy of the Guaranty, dated August 26, 2008, made by LBHI in favor of JPMorgan.

5. Annexed hereto as Exhibit D is a copy of the Security Agreement, dated August 26, 2008, executed by LBHI in favor of JPMorgan.

6. Annexed hereto as Exhibit E is a copy of the Guaranty, dated September 9, 2008, made by LBHI in favor of JPMorgan.

7. Annexed hereto as Exhibit F is a copy of the Security Agreement, dated September 9, 2008, executed by LBHI in favor of JPMorgan.

8. Annexed hereto as Exhibit G is a copy of the Services and Settlement Agreement, dated as of September 22, 2008, among JPMorgan, Barclays Capital Inc., LBHI, and James W. Giddens as Trustee for LBI.

9. Annexed hereto as Exhibit H is a copy of the Settlement Agreement (the “December Settlement Agreement”), dated as of December 5, 2008, among JPMorgan, Barclays Capital Inc. and James W. Giddens as Trustee for LBI.

10. Annexed hereto as Exhibit I is a copy of the order entered by this Court approving the December Settlement Agreement, dated December 22, 2008.

11. Annexed hereto as Exhibit J is a copy of the *Limited Objection of Official Committee of Unsecured Creditors of Lehman Brothers Holdings Inc., et al. to SIPA Trustee’s Motion Under 11 U.S.C. §§ 105 and 363 and Fed. R. Bankr. P. 9019(A) for Entry of an Order Approving Settlement Agreement*, dated December 19, 2008.

I declare under penalty of perjury that the foregoing is true and correct.

/s/ Emil A. Kleinhaus

Emil A. Kleinhaus

Dated: February 24, 2012
New York, New York